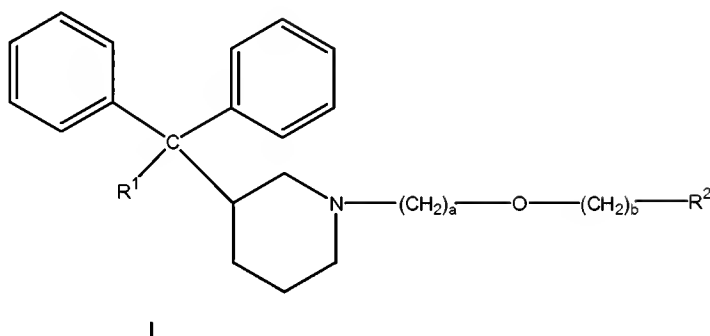


Claims Listing

1 to 15 (Cancelled).

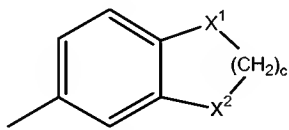
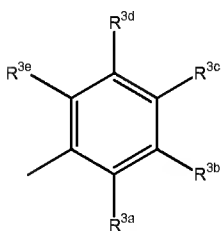
16. (New) A compound of Formula I:



wherein:

R¹ is -CN or -CONR⁴R⁵;

R² is C₁-C₄ alkyl, C₃-C₆ cycloalkyl, C₃-C₆ heterocycloalkyl, C₆-C₁₄ aryl, or a group of the formula:



or Het;

R³ᵃ, R³ᵇ, R³ᶜ, R³ᵈ and R³ᵉ are each independently H, C₁-C₄ alkyl, C₁-C₄ alkoxy, -(CH₂)ᵈOH, halo, trifluoromethyl, cyano, -(CH₂)ᵈNR⁶R⁷, -CO(C₁-C₄ alkyl), -OCO(C₁-C₄ alkyl), -CH(OH)(C₁-C₄ alkyl), -C(OH)(C₁-C₄ alkyl)₂, -SO₂NH₂, -(CH₂)ᵈCONR⁸R⁹ or -(CH₂)ᵈCOO(C₁-C₄ alkyl);

R⁴, R⁵, R⁶, R⁷, R⁸ and R⁹ are each independently H or C₁-C₄ alkyl;

Het is pyridyl, pyrazinyl or thienyl;

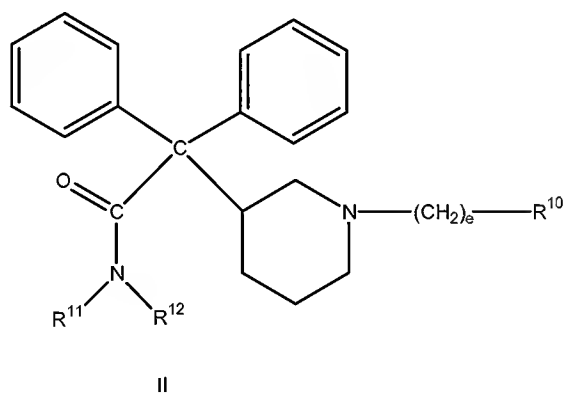
a is 1, 2, 3 or 4;

b is 1, 2 or 3;

c is 1, 2 or 3;

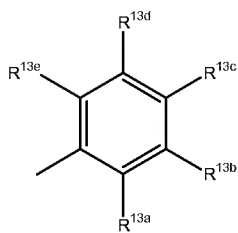
d is 0, 1 or 2; and
 X^1 and X^2 are each independently CH_2 or O;
 or a pharmaceutically acceptable salt or solvate thereof.

17. (New) A compound according to claim 16 wherein:
 R^4 is H and R^5 is C_1 - C_4 alkyl.
18. (New) A compound according to claim 16 wherein:
 R^4 is C_1 - C_4 alkyl and R^5 is H.
19. (New) A compound according to claim 16 wherein:
 R^2 is C_3 - C_6 cycloalkyl, C_3 - C_6 heterocycloalkyl or C_6 - C_{14} aryl.
20. (New) A compound of Formula II:

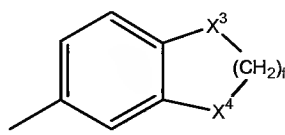


wherein:

R^{10} is a group of the formula:



,



,

or Het;

R^{11} and R^{12} are each independently H or C₁-C₄ alkyl, with the proviso that R^{11} and R^{12} are not both H;

R^{13a} , R^{13b} , R^{13c} , R^{13d} , and R^{13e} are each independently H, C₁-C₄ alkyl, C₁-C₄ alkoxy, $-(CH_2)_gOH$, halo, trifluoromethyl, cyano, $-(CH_2)_gNR^{14}R^{15}$, $-CO(C_1-C_4 \text{ alkyl})$, $-OCO(C_1-C_4 \text{ alkyl})$, $-CH(OH)(C_1-C_4 \text{ alkyl})$, $-C(OH)(C_1-C_4 \text{ alkyl})_2$, $-SO_2NH_2$, $-(CH_2)_gCONR^{16}R^{17}$ or $-(CH_2)_gCOO(C_1-C_4 \text{ alkyl})$;

R^{14} , R^{15} , R^{16} and R^{17} are each independently H or C₁-C₄ alkyl;

Het is pyridyl, pyrazinyl or thienyl;

e is 1, 2 or 3;

f is 1, 2 or 3;

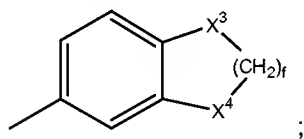
g is 0, 1 or 2; and

X^3 and X^4 are each independently CH₂ or O;

or a pharmaceutically acceptable salt or solvate thereof.

21. (New) A compound according to claim 20 wherein:

R^{10} is a group of the formula:

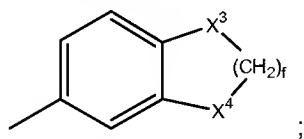


X^3 is O; and

X^4 is CH₂.

22. (New) A compound according to claim 20 wherein:

R^{10} is a group of the formula:

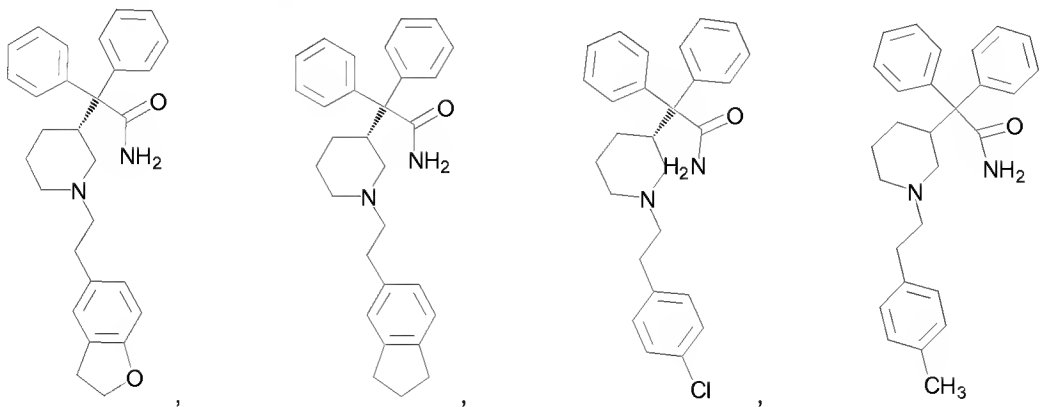


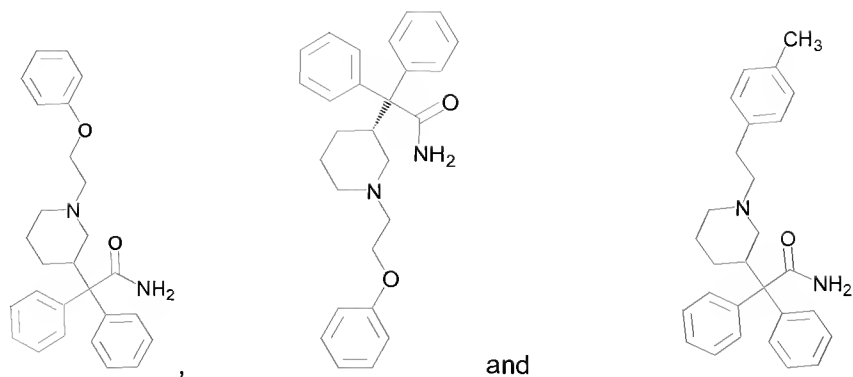
X^3 is CH₂; and

X^4 is O.

23. (New) A compound according to claim 20 wherein:

- R^{11} is C₁-C₄ alkyl; and
 R^{12} is H.
24. (New) A compound according to claim 20 wherein:
 R^{11} is H; and
 R^{12} is C₁-C₄ alkyl.
25. (New) A compound according to claim 20 wherein:
 R^{13a} , R^{13b} , R^{13c} , R^{13d} , and R^{13e} are each independently H, C₁-C₄ alkyl, C₁-C₄ alkoxy, $-(CH_2)_9OH$, halo, trifluoromethyl, cyano, $-CO(C_1-C_4 \text{ alkyl})$, $-OCO(C_1-C_4 \text{ alkyl})$, $-CH(OH)(C_1-C_4 \text{ alkyl})$, $-SO_2NH_2$ or $-(CH_2)_9COO(C_1-C_4 \text{ alkyl})$.
26. (New) A compound according to claim 20 wherein:
 R^{13a} , R^{13b} , R^{13c} , R^{13d} , and R^{13e} are each independently H, C₁-C₄ alkyl, C₁-C₄ alkoxy, halo, trifluoromethyl, cyano, $-CO(C_1-C_4 \text{ alkyl})$, $-OCO(C_1-C_4 \text{ alkyl})$ or $-CH(OH)(C_1-C_4 \text{ alkyl})$.
27. (New) A compound selected from:





or a pharmaceutically acceptable salt or solvate thereof.

28. (New) A composition comprising a compound according to any one of claims 16, 20 or 27 and at least one additional therapeutic agent chosen from nucleoside HIV reverse transcriptase inhibitors, non-nucleoside HIV reverse transcriptase inhibitors, HIV protease inhibitors, HIV integrase inhibitors, HIV fusion inhibitors, immune modulators, CCR5 antagonists, and antiinfectives.

29. (New) A composition according to claim 28 wherein said at least one additional therapeutic agent is chosen from nelfinavir, ritonavir, lopinavir, kaletra, efavirenz, nevirapine, lamivudine, zidovudine, and tenofovir.